

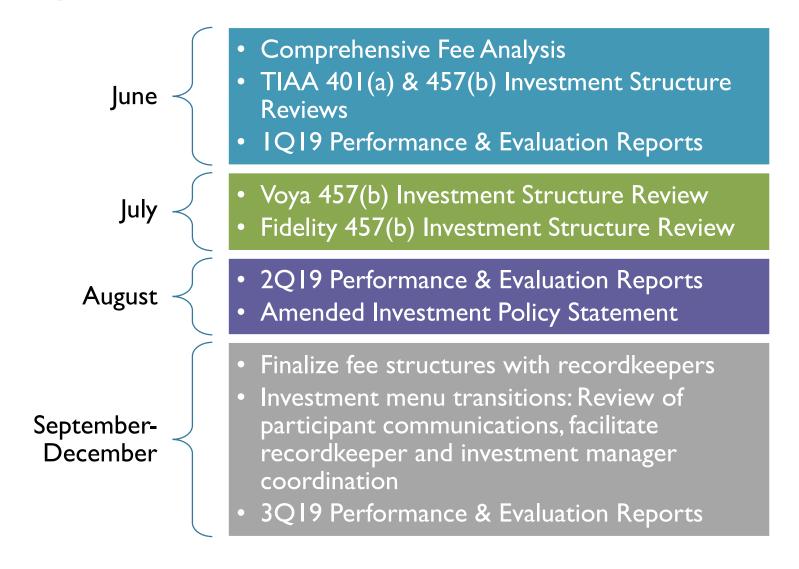


#### **Rhode Island State Investment Commission**

Investment Structure Reviews: Voya and Fidelity 457(b) Plans

July 24, 2019

# Proposed Timeline\*



<sup>\*</sup>Timeline is subject to recordkeepers and SIC availability.

# Fiduciary Responsibilities

Today's Focus: Diversify Plan Assets—Voya and Fidelity 457(b) Plans



## Voya 457(b) Plan Investment Structure Review

### Summary of Findings and Recommendations

- The Voya 457(b) Plan's investment menu offers a broad range of investment options and allows participants to exercise control over their assets.
- **Tier I: Target Date Options**: The utilization and monitoring of the Voya Solution Portfolios position the Voya 457(b) Plan well relative to peers and within the context of the DOL's guidance.
  - Recommendation: Designate an age-appropriate Voya Solution Portfolio to serve as the 457(b) Plan's default option, meaning that Voya would invest a participant's assets in an age-appropriate Target Date Fund in the absence of investment direction from a participant.
- Tier II Core Options and Tier III Additional Options: The Voya 457(b) Plan's Tiers II and III options offer exposure to each major asset class, allowing participants to build their own broadly diversified portfolios or express a particular bias within their portfolios. Opportunities exist to enhance the International Equity Index option, consolidate the Small/Mid Cap Equity Index investment options and offer a Socially Responsible Equity option.
  - Recommendation: Replace the current International Equity Index option (Voya International Index) with a more broadly diversified International Equity Index option (SSGA Global All Cap Equity ex U.S. Index), while also reducing the investment management fee.
  - Recommendation: Simplify the Small and Mid Cap Equity Index options by offering one broadly diversified Small/Mid Cap Equity Index option (SSGA U.S. Small/Mid Cap Index), while also reducing investment management fees.
  - Recommendation: Add the Vanguard FTSE Social Index Fund as a SRI option for participants.
- **Tier IV Self-Directed Brokerage Option**: The Voya SDBA option offers a full brokerage window, in which participants are allowed to invest outside of the Plan's investment menu.
  - Recommendation: Limit the SDBA to a mutual fund only window to ensure greater diversification in participants' holdings.

Continued on the following page.

Note: SIC votes are required today for bolded recommendations outlined in blue above.

## Voya 457(b) Plan Investment Structure Review cont.

### Summary of Findings and Recommendations

- **Manager Due Diligence & Fee Structure**: The majority of the investment options rank good to excellent from both a qualitative and performance standpoint, per the Investment Policy Statement guidelines.
  - Recommendation: Eliminate the Voya Oppenheimer Global Fund due to a material personnel change. Map assets to the Voya U.S. Stock Index Fund for those participants who do not make an investment election change.

There are opportunities to reduce investment management fees by exchanging share classes/vehicles and replacing the U.S. Bond Index passive provider.

- Recommendations: Conduct a share class exchange of the Principal Mid Cap Fund (R5 to R6) and vehicle exchange of the PIMCO VIT Real Return Fund (insurance product to retail mutual fund—I shares) and Voya Intermediate Bond Portfolio (insurance product to retail mutual fund—I shares).
- Recommendation: Replace Voya US Bond Index (0.08%) with SSGA US Bond Index (0.02%).

As highlighted during the June 26<sup>th</sup> SIC meeting, the Voya 457(b) Plan charges an administrative fee of 15 bps on all variable assets in the Plan and collects revenue-sharing from the Plan's investment options for a total required revenue of 44 bps. The current Voya recordkeeping platform does not allow revenue-sharing to be rebated to the individual participants who generate it; however, Voya can adjust the administrative fee to provide a more equitable fee arrangement.

Recommendation: Adjust the Voya administration fee on each Fund so that all Funds will have a combination of administration fee and revenue-sharing that meets Voya's compensation requirement of 0.44%.

## Fidelity 457(b) Plan Investment Structure Review

### Summary of Findings and Recommendations

- The Fidelity 457(b) Plan's investment menu follows best practices by: utilizing a proper default option (an age-appropriate Target Date Fund), offering a broad range of investment options, and allowing participants to exercise control over their assets.
- **Tier I: Target Date Options**: The utilization and monitoring of the Fidelity Freedom Funds position the Fidelity 457(b) Plans well relative to peers and within the context of the DOL's guidance.
- Tier II Core Options and Tier III Additional Options: The Fidelity 457(b) Plan's Tiers II and III options offer exposure to each major asset class, allowing participants to build their own broadly diversified portfolios or express a particular bias within their portfolios. Opportunities exist to enhance the International Equity Index and consolidate the Small/Mid Cap Equity Index investment options.
  - Recommendation: Replace the current International Equity Index option (Fidelity International Index) with a more broadly diversified International Equity Index option (SSGA Global All Cap Equity ex U.S. Index).
  - Recommendation: Simplify the Small and Mid Cap Equity Index options by offering one broadly diversified Small/Mid Cap Equity Index option (SSGA U.S. Small/Mid Cap Index), while also slightly reducing investment management fees.
- Tier IV Self-Directed Brokerage Option: The Fidelity SDBA option offers a full brokerage window, in which participants are allowed to invest outside of the Plan's investment menu.
  - Recommendation: Consider limiting the SDBA to a mutual fund only window to ensure greater diversification in participants' holdings.

Continued on the following page.

Note: SIC votes are required today for bolded recommendations outlined in blue above.

## Fidelity 457(b) Plan Investment Structure Review cont.

### Summary of Findings and Recommendations

- Manager Due Diligence & Fee Structure: The majority of the investment options rank good to excellent from both a qualitative and performance standpoint, per the Investment Policy Statement guidelines.
  - Recommendation: Place Invesco Diversified Dividend on Watchlist status.
  - Recommendation: Replace Harbor International Equity with American Funds EuroPacific Growth.

There has recently been significant fee compression in the passive investment management space, which provides opportunities to reduce passive S&P 500 Index and US Bond Index Funds' fees.

Recommendations: Replace Fidelity S&P 500 Index (0.015%) with SSGA S&P 500 Index (0.01%). Replace Fidelity US Bond Index (0.025%) with SSGA US Bond Index (0.02%).

As highlighted during the June 26<sup>th</sup> SIC meeting, the Fidelity 457(b) Plan generates revenue-sharing that is rebated to *all* participants to offset *total* Plan expenses.

• Recommendation: Rebate revenue-sharing to *individual* participants who generate it ("fee leveling") to provide a more equitable fee arrangement.

## Investment Structure Framework

### Confirming the Current Investment Structure

#### Are the Voya and Fidelity 457(b) Plans' investment menus:



Designed to meet ERISA 404(c) and Qualified Default Investment Alternative (QDIA) regulations?\*



Providing an investment solution for each type of investor?



Offering an appropriate number of investments that provides sufficient diversification opportunity while minimizing participant confusion?



Appropriate in light of the current industry trends and regulations?



Meeting the SIC's unique objectives?

\*While Rhode Island is not subject to ERISA, Capital Cities utilizes ERISA guidelines as a framework for best practices.

Voya 457(b) Plan



# Voya 457(b) Plan

## Asset Breakdown as of March 31, 2019

| Fund                                   | <b>S</b> tyle         | Market Value  | % of Plan Assets | # of<br>Participants |
|----------------------------------------|-----------------------|---------------|------------------|----------------------|
|                                        |                       |               |                  |                      |
| Voya Solution 2060 Portfolio           | Target Date           | \$1,975       | 0.0%             | 6                    |
| Voya Solution 2055 Portfolio           | Target Date           | \$463,879     | 0.2%             | 113                  |
| Voya Solution 2050 Portfolio           | Target Date           | \$1,666       | 0.0%             | 3                    |
| Voya Solution 2045 Portfolio           | Target Date           | \$901,210     | 0.5%             | 131                  |
| Voya Solution 2040 Portfolio           | Target Date           | \$245         | 0.0%             | 3                    |
| Voya Solution 2035 Portfolio           | Target Date           | \$996,136     | 0.5%             | 105                  |
| Voya Solution 2030 Portfolio           | Target Date           | \$535         | 0.0%             | 3                    |
| Voya Solution 2025 Portfolio           | Target Date           | \$857,201     | 0.5%             | 62                   |
| Voya Solution 2020 Portfolio           | Target Date           | \$0           | 0.0%             | 0                    |
| Voya Solution Income Portfolio         | Target Date           | \$397,228     | 0.2%             | 10                   |
|                                        |                       | \$3,620,074   | 2.0%             |                      |
| Voya U.S. Stock Index                  | Large Cap Core        | \$9,018,193   | 4.9%             | 1,754                |
| Voya Growth and Income                 | Large Cap Broad       | \$26,563,785  | 14.3%            | 1,960                |
| BlackRock Equity Dividend              | Large Cap Value       | \$3,971,892   | 2.1%             | 853                  |
| Voya Large Cap Growth                  | Large Cap Growth      | \$11,770,426  | 6.3%             | 1,826                |
| Voya Russell Mid Cap Index             | Mid Cap Core          | \$1,346,033   | 0.7%             | 676                  |
| Principal Mid Cap Fund                 | Mid Cap Broad         | \$10,729,762  | 5.8%             | 1,351                |
| Voya Russell Small Cap Index           | Small Cap Core        | \$1,374,629   | 0.7%             | 638                  |
| Voya Small Company                     | Small Cap Broad       | \$7,585,318   | 4.1%             | 1,259                |
| Voya Oppenheimer Global                | Global                | \$7,226,972   | 3.9%             | 1,792                |
| Voya International Index               | Intl Equity Developed | \$410,510     | 0.2%             | 95                   |
| American Funds EuroPacific Growth      | Non-US Equity         | \$5,979,457   | 3.2%             | 1,843                |
| Voya T Rowe Price Capital Appreciation | Balanced              | \$8,723,429   | 4.7%             | 306                  |
| PGIM High Yield Fund                   | High Yield            | \$541,213     | 0.3%             | 82                   |
| PIMCO VIT Real Return Portfolio        | TIPS                  | \$389,024     | 0.2%             | 122                  |
| Voya Intermediate Bond                 | Core Plus Bond        | \$7,210,499   | 3.9%             | 1,667                |
| Voya U.S. Bond Index                   | Core Bond             | \$570,111     | 0.3%             | 123                  |
| Voya Fixed Account                     | Guaranteed            | \$71,971,525  | 38.8%            | 2,700                |
| Voya Fixed Account - 457/ 401 II A     | Guaranteed            | \$6,542,622   | 3.5%             | 1,897                |
| Voya Long-Term Accumulation            | Guaranteed            | \$25,667      | 0.0%             | 9                    |
|                                        |                       | \$181,951,065 | 98.0%            |                      |
|                                        |                       | \$185,571,139 | 100.0%           | 4,143                |

## Voya 457(b) Plan Investment Menu

#### Investment Menu Overview



The Voya 457(b) Plan's investment menu offers a broad range of investment options and allows participants to exercise control over their assets.

#### Target Date Funds' Review

#### **Target Date Funds:**

- Provide participants with an "Allocate It For Me" solution a pre-diversified portfolio
- Automatically allocate to more conservative asset classes over time (glide path)
- Are offered in five-year increments to best meet participant demographics
- Are designed to correspond to the year a participant intends to retire
- Recommendation: Designate an age-appropriate Voya Solution Portfolio to serve as the 457(b) Plan's default option, meaning that Voya would invest a participant's assets in an age-appropriate Target Date Fund in the absence of investment direction from a participant.

#### Tier I. Target Date Options

**Voya Solution Income Portfolio** 

**Voya Solution 2020 Portfolio** 

Voya Solution 2025 Portfolio

Voya Solution 2030 Portfolio

Voya Solution 2035 Portfolio

**Voya Solution 2040 Portfolio** 

Voya Solution 2045 Portfolio

Voya Solution 2050 Portfolio

Voya Solution 2055 Portfolio

Voya Solution 2060 Portfolio

#### Best Practices for Fiduciaries

Today's review of the Target Date Funds is being conducted within the context of the Department of Labor's best practices for Plan fiduciaries.

#### Department of Labor's Tips for Fiduciaries

The DOL issued "Target Date Retirement Funds - Tips for ERISA Plan Fiduciaries" in 2013, which includes the following guidance, among other items:

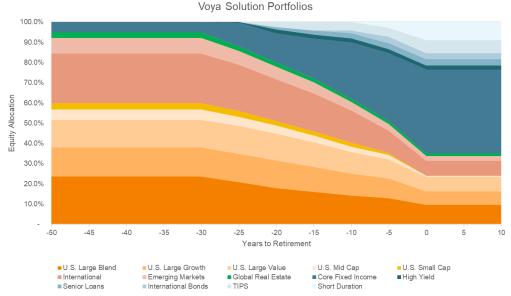
- $\checkmark$  Establish a process for comparing and selecting target date funds.
- ✓ Establish a process for the periodic review of selected target date funds.
- ✓ Understand the funds' investments the allocation in different asset classes (stocks, bonds, cash), individual investments and how these will change over time.
- ✓ Review the funds' fees and investment expenses.
- ✓ Inquire about whether custom or non-proprietary target date funds would be a better fit for the Plan.
- ✓ Take advantage of available sources of information to evaluate the target date funds and recommendations received regarding the target date funds' selection.
- Document the process.

Note: While Rhode Island is not subject to ERISA, Capital Cities utilizes ERISA guidelines as a framework for best practices.

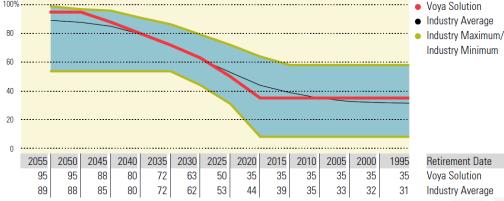
### Voya Solution Portfolios' Review

- Blended approach with active and passive broad market exposure to major asset classes.
- Flexible asset allocation within reasonable guardrails.
- Automatically becomes more conservative over time until landing at a static asset allocation at retirement.
- Asset allocation is comparable to peers throughout the majority of the glidepath, with the exception of the beginning (more aggressive) and at retirement (more conservative).
- Performance can deviate relative to the Funds' strategic indexes.
- Net expense (investment management fee revenue sharing) is reasonable relative to peers.\*
- The utilization and monitoring of the Voya Solution Portfolios position the Voya 457(b) Plan well relative to peers and within the context of the DOL's guidance.

#### Glide Path & Portfolio Construction:



#### **Morningstar Glide Path Peer Comparison:**

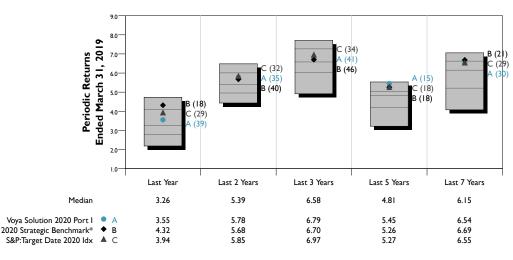


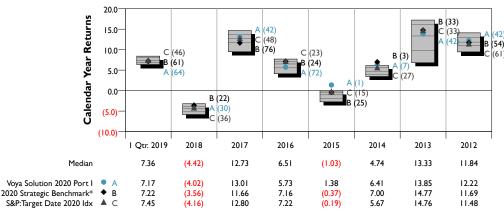
<sup>\*</sup> Morningstar Fee Level: Voya Solutions Portfolios' fees would rank "Below Average to Average," if revenue-sharing was excluded.

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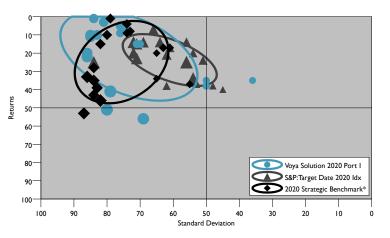
# Target Date Funds' Comparison

## 2020 Fund Performance and Risk Comparison





Rolling 12 Quarter Scatter Chart for 5 Years Ended March 31, 2019

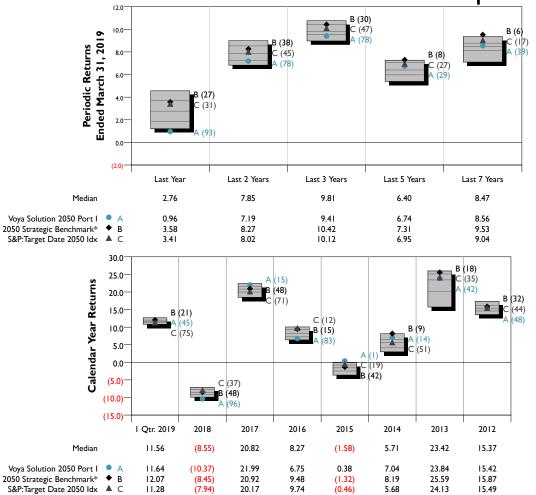


Voya Solution 2020 Portfolio has generally provided higher returns, while taking less risk, relative to its peers.

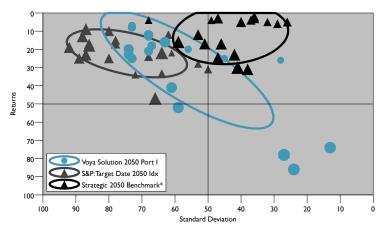
<sup>\*</sup>Strategic Asset Allocation Returns – returns represent Voya's strategic asset allocation weights to asset classes (indices). Each underlying index is weighted at the strategic asset allocation of its respective asset class, which is generally updated on a semi-annual basis.

## Target Date Funds' Comparison

2050 Fund Performance and Risk Comparison



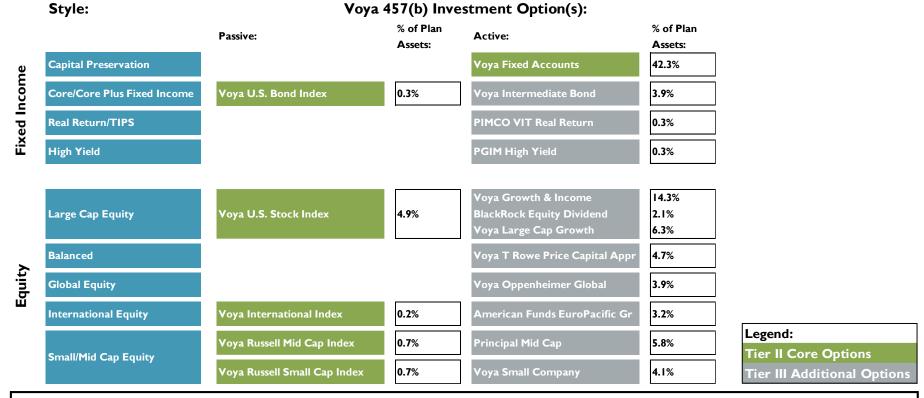
Rolling 12 Quarter Scatter Chart for 5 Years Ended March 31, 2019



Voya Solution 2050 Portfolio's risk/return profile has been mixed over various time periods.

<sup>\*</sup>Strategic Asset Allocation Returns – returns represent Voya's strategic asset allocation weights to asset classes (indices). Each underlying index is weighted at the strategic asset allocation of its respective asset class, which is generally updated on a semi-annual basis.

### Core and Additional Options' Review



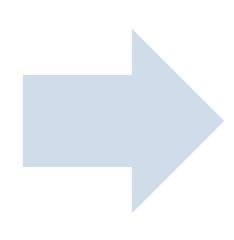
- The Voya 457(b) Plan's Tiers II and III options offer exposure to each major asset class, allowing participants to build their own broadly diversified portfolios or express a particular bias within their portfolios.
- The Plan offers an active and passive track in appropriate asset classes, which provides an investment solution for each type of investor—one who is looking for low-cost options and one who believes active management can add value over time.
- Opportunities exist to enhance the International Equity Index option, consolidate the Small/Mid Cap Equity Index investment options and offer a Socially Responsible Equity option (see following pages).

### Enhancing the Tier II International Equity Index Option

#### Current:

Voya International Index

- Tracks the MSCI EAFE Index
- Provides passive exposure to developed equity markets outside of the U.S.
- Mutual Fund (IIIIX)
- Net Expense Ratio: 0.15%\*



### Recommended: SSGA Global All Cap Equity ex U.S. Index

- Tracks the MSCI ACWI ex-US IMI Index
- Provides exposure to large, mid and small cap stocks across developed and emerging markets, excluding the U.S.
- Collective Investment Trust Class II
- Expense: 0.045%

Recommendation: Replace the current International Equity Index option (Voya International Index) with a more broadly diversified International Equity Index option (SSGA Global All Cap Equity ex U.S. Index), while also reducing the investment management fee.

\*Net Expense = Investment Management - Revenue Sharing
Note: SSGA Global All Cap Equity ex U.S. Index will need to be added to the Voya platform.

## Enhancing the Tier II International Equity Index Option

| Organization           | State Street Global Advisors                             |
|------------------------|----------------------------------------------------------|
|                        |                                                          |
| Product Name           | Global ex US All Cap                                     |
| Product Inception Date | 04/30/10                                                 |
|                        | State Street Global Advisors Trust Company is a          |
|                        | wholly owned subsidiary of State Street Bank and         |
|                        | Trust which is a wholly owned subsidiary of State        |
| Ownership Structure    | Street Corporation, a publicly listed company (NYSE:     |
|                        | STT). State Street Global Advisors is the world's third  |
|                        | largest asset manager with over \$2.8 trillion in assets |
|                        | under management.                                        |
| Index                  | MSCI ACWI ex-US IMI Index                                |
|                        | The MSCI ACWI ex US Investable Market Index (IMI)        |
|                        | captures large, mid and small cap stocks across 22 of    |
|                        | 23 Developed Markets (DM) countries (excluding the       |
| Index Description      | United States) and 24 Emerging Markets (EM)              |
|                        | countries. With 6,149 constituents, the index covers     |
|                        | approximately 99% of the global equity opportunity       |
|                        | set outside the US.                                      |
| Assets In Product      | \$31.8 Billion                                           |
| Vehicle Type           | Collective Investment Trust (Class II)                   |
| Total Expense Ratio    | 4.5 bps                                                  |

Returns for Periods Ended March 31, 2019 Group: Callan Non US Equity Mutual Funds



Rolling 4 Quarter Tracking Error Relative To MSCI:ACWI ex US IMI for 6 Years Ended March 31, 2019



### Simplifying the Investment Menu—Small/Mid Equity Index Option

Voya Russell Mid Cap Index

- Tracks the Russell Mid Cap Index
- Provides passive exposure to U.S. mid cap stocks
- Mutual Fund (IIRMX)
- Net Expense Ratio: 0.10%\*

Voya Russell Small Cap Index

- Tracks the Russell 2000 Index
- Provides passive exposure to U.S. small cap stocks
- Mutual Fund (IIRSX)
- Net Expense Ratio: 0.15%\*

### Recommended: SSGA U.S. Small/Mid Cap Index

- Tracks the Russell Small Cap Completeness Index
- Provides exposure to small and mid cap stocks in the U.S.
- Collective Investment Trust Class II
- Expense: 0.02%

#### Legend:

Tier II Core Options
Tier III Additional Options

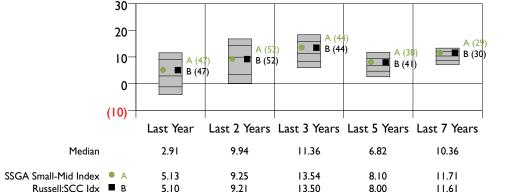
Recommendation: Simplify the Small and Mid Cap Equity Index options by offering one broadly diversified Small/Mid Cap Equity Index option (SSGA U.S. Small/Mid Cap Index), while also reducing investment management fees.

\*Net Expense = Investment Management - Revenue Sharing Note: SSGA U.S. Small/Mid Cap Index will need to be added to the Voya platform.

## Simplifying the Investment Menu—Small/Mid Equity Index Option

| State Street Global Advisors                             |  |  |  |  |  |  |
|----------------------------------------------------------|--|--|--|--|--|--|
|                                                          |  |  |  |  |  |  |
| U.S. Small/Mid Cap Index                                 |  |  |  |  |  |  |
| 08/31/97                                                 |  |  |  |  |  |  |
| 00/31/7/                                                 |  |  |  |  |  |  |
| State Street Global Advisors Trust Company is a          |  |  |  |  |  |  |
| wholly owned subsidiary of State Street Bank and         |  |  |  |  |  |  |
| Trust which is a wholly owned subsidiary of State        |  |  |  |  |  |  |
| Street Corporation, a publicly listed company (NYSE:     |  |  |  |  |  |  |
| STT). State Street Global Advisors is the world's third  |  |  |  |  |  |  |
| largest asset manager with over \$2.8 trillion in assets |  |  |  |  |  |  |
| under management.                                        |  |  |  |  |  |  |
| Russell Small Cap Completeness Index                     |  |  |  |  |  |  |
| The Fund seeks to mirror the holdings, portfolio         |  |  |  |  |  |  |
| characteristics and performance of the Russell Small     |  |  |  |  |  |  |
| Cap Completness Index. The Russell Small Cap             |  |  |  |  |  |  |
| Completeness Index is a market capitalization            |  |  |  |  |  |  |
| weighted index comprised of the Russell 3000 stocks      |  |  |  |  |  |  |
| not included in the S&P 500 Index.                       |  |  |  |  |  |  |
| \$30.9 Billion                                           |  |  |  |  |  |  |
| Collective Investment Trust (Class II)                   |  |  |  |  |  |  |
| 201                                                      |  |  |  |  |  |  |
| 2.0 bps                                                  |  |  |  |  |  |  |
|                                                          |  |  |  |  |  |  |
|                                                          |  |  |  |  |  |  |
|                                                          |  |  |  |  |  |  |

Returns for Periods Ended March 31, 2019 Group: Callan Small/MidCap Broad Mutual Funds



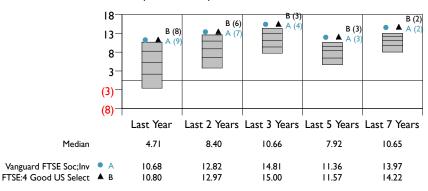
Rolling 4 Quarter Tracking Error Relative To Russell:SCC Idx for 6 Years Ended March 31, 2019



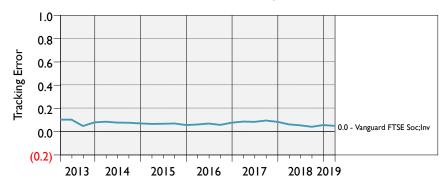
### Expanding the Investment Menu—New SRI Equity Index Option

| Organization           | Vanguard                                                                           |  |  |  |
|------------------------|------------------------------------------------------------------------------------|--|--|--|
|                        |                                                                                    |  |  |  |
| Product Name           | Vanguard FTSE Social Index                                                         |  |  |  |
| Product Inception Date | January 14, 2003                                                                   |  |  |  |
| Ownership Structure    | Vanguard is owned by the Vanguard family of mutual funds, which is owned by        |  |  |  |
| Ownership 3d dcture    | their shareholders (investor owned).                                               |  |  |  |
| Firm Information       | Located in Valley Forge, Pennsylvania; Founded in 1975 with over \$4.2 trillion in |  |  |  |
| ririii iiiioriiiauoii  | assets under management.                                                           |  |  |  |
| Investment Philosophy  | The fund seeks to track a benchmark of large- and mid-capitalization stocks that   |  |  |  |
| Investment Philosophy  | have been screened for certain social, human rights, and environmental criteria.   |  |  |  |
|                        | The fund seeks to mimic the portfolio characteristics and performance of the       |  |  |  |
|                        | FTSE4Good US Select Index. The FTSE USA Index is the standard benchmark            |  |  |  |
|                        | that serves as the universe to be screened for SRI factors. FTSE contracts with    |  |  |  |
| Stock Selection        | independent third-party researchers to analyze and rate each company in the        |  |  |  |
| Stock Selection        | standard benchmark. FTSE will exclude securities based on the following areas:     |  |  |  |
|                        | human rights, labor standards, environment, anti-corruption principles, and        |  |  |  |
|                        | military weapons. The result is a market weighted index of companies that do not   |  |  |  |
|                        | violate the SRI criteria set out by FTSE.                                          |  |  |  |
| # of holdings          | 428                                                                                |  |  |  |
| Turnover               | 11%                                                                                |  |  |  |
| Benchmark Awareness    | Vanguard utilizes full replication for the fund. This means that they will         |  |  |  |
| Benchmark Awareness    | proportionally own all of the constituents of the index.                           |  |  |  |
| Key Professionals      | Vanguard Equity Index Group: Gerard O'Reilly and William Coleman                   |  |  |  |
| Assets In Product      | \$3.2 billion                                                                      |  |  |  |
| Vehicle/Ticker         | VFTAX                                                                              |  |  |  |
| Fees                   | 0.14%                                                                              |  |  |  |
|                        |                                                                                    |  |  |  |
|                        |                                                                                    |  |  |  |

Returns for Periods Ended March 31, 2019 Group: Callan All Cap Core Mutual Funds



Rolling 4 Quarter Tracking Error Relative To FTSE:4 Good US Select for 6 Years Ended March 31, 2019



- The Vanguard FTSE Social Index Fund can offer participants a low-cost passive approach to socially responsible investing ("SRI").
- Recommendation: Add the Vanguard FTSE Social Index Fund as a SRI option for participants.

Note: Admiral share class inception is February 7, 2019. Investor share class is plotted. All Cap Core Peer Group is used for comparative purposes.

# Tier IV: Self-Directed Brokerage

### Self-Directed Brokerage Accounts (SDBA) Considerations

#### **Evaluating Factors for Plan Sponsors:**



Is the proposed provider qualified to offer the brokerage window service?



What is the quality of the provider's service?



Are the fees reasonable?

#### **Voya SDBA Overview:**

- Full Brokerage Window (Mutual Funds, Common Stock and Bonds)
- Annual Fee: \$50
- Trade fees vary depending on type.
   Examples: No-Transaction Fee Mutual Funds, \$6.95/online Equities and ETFs trades, etc.

- The Voya SDBA option offers a full brokerage window (mutual funds, common stock and bonds), in which participants are allowed to invest outside of the Plan's investment menu.
- There are currently no participants enrolled in Voya's SDBA.
- Recommendation: Limit the SDBA to a mutual fund only window to ensure greater diversification in participants' holdings.

# Investment Manager Reviews

### Comprehensive Ongoing Monitoring

## Rhode Island's Investment Managers



#### **Quantitative Factors Evaluated**

- Manager returns and risk compared to client objective, market indexes and peer groups over various time periods
- Fees relative to peers



#### **Qualitative Factors Evaluated**

- Manager's adherence to client-specific guidelines
- An evaluation of each manager's organization, investment philosophy, product dynamics and people



#### When Evaluation Leads to Action

A manager should be replaced when an extraordinary event or a pattern of performance suggests that the manager has a low probability of delivering the expected style or performance in the future.

#### Reasons to replace:

- Long-term underperformance
- Ownership changes
- Key people leave firm
- Change in original strategy
- Material litigation or fraud
- Material client-servicing problems
- · Change in firm's financial condition
- Extreme short-term performance volatility



#### **Actions Taken**

- Further Review conducted
- Manager Alert issued; if necessary



#### Recommendation

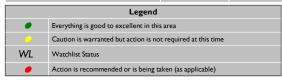
- Retain
- Watchlist
- Terminate

# Voya 457(b) Plan's Manager Due Diligence

## Stoplight Grid Summary

| Criteria                      | Voya Solution<br>Portfolios | Voya U.S.<br>Stock Index | Voya Growth and Income | BlackRock<br>Equity<br>Dividend | Voya Large<br>Cap Growth | Voya Russell<br>Mid Cap<br>Index | Principal Mid<br>Cap Fund | Voya Russell<br>Small Cap<br>Index | Voya Small<br>Company |
|-------------------------------|-----------------------------|--------------------------|------------------------|---------------------------------|--------------------------|----------------------------------|---------------------------|------------------------------------|-----------------------|
| Qualitative Review            | •                           | •                        | •                      | •                               | •                        | •                                | •                         | •                                  | •                     |
| Long Term Performance (5-Yr)  | •                           | •                        | 0                      | •                               | •                        | •                                | •                         | •                                  | •                     |
| Short Term Performance (3-Yr) | •                           | •                        | 0                      | •                               | 0                        | •                                | •                         | •                                  | 0                     |
| Fee                           | •                           | •                        | •                      | •                               | •                        | <b>/</b> *                       | <b>/*</b> *               | <b>/</b> *                         | •                     |

| Criteria                      | Voya<br>Oppenheimer<br>Global | Voya<br>International<br>Index | Funds<br>FuroPacific | Voya T Rowe<br>Price Capital<br>Appreciation | PGIM High<br>Yield | PIMCO VIT<br>Real Return | Voya<br>Intermediate<br>Bond | Voya U.S.<br>Bond Index | Voya Fixed<br>Account |
|-------------------------------|-------------------------------|--------------------------------|----------------------|----------------------------------------------|--------------------|--------------------------|------------------------------|-------------------------|-----------------------|
| Qualitative Review            | •                             | •                              | •                    | •                                            | •                  | 0                        | •                            | •                       | •                     |
| Long Term Performance (5-Yr)  | •                             | •                              | •                    | •                                            | •                  | •                        | •                            | •                       | •                     |
| Short Term Performance (3-Yr) | •                             | •                              | •                    | •                                            | •                  | •                        | •                            | •                       | •                     |
| Fee                           | •                             | <u>•</u> *                     | •                    | •                                            | •                  | <b>●</b> **              | <b>-</b> **                  | <b>***</b>              | •                     |



- The majority of the investment options rank good to excellent from both a qualitative and performance standpoint, per the Investment Policy Statement guidelines.
  - ➤ Capital Cities recommends replacing Voya Oppenheimer Global Fund given a recent personnel change (see page 26).
- There are opportunities to reduce investment management fees by exchanging share classes/vehicles\*\* and replacing the U.S. Bond Index passive provider\*\*\* (see pages 27-28).

<sup>\*</sup> Red stoplight has been addressed as part of the Investment Structure Review pages 18-22.

<sup>\*\*</sup> Red stoplight is addressed on page 27.

<sup>\*\*\*</sup> Red stoplight is addressed on page 28.

# Voya Oppenheimer Global

#### Situation & Recommendation

#### Situation:

- Long-time lead portfolio manager, Rajeev Bhaman, retired effective March 31st, as expected.
- John Delano, who previously served as an analyst and then co-portfolio manager (March 2017), took over as sole portfolio manager.
- While Bhaman's retirement was announced well in-advance, Delano's limited track record raises concern.

Recommendation: Eliminate the Voya Oppenheimer Global Fund due to a material personnel change. Map assets to the Voya U.S. Stock Index Fund for those participants who do not make an investment election change.

# Share Class/Vehicle Exchanges

### Reducing Investment Management Expenses

|                                  | Share         | Expense | Revenue- | Cost to     |
|----------------------------------|---------------|---------|----------|-------------|
| Investment Option                | Class/Vehicle | Ratio   | Sharing  | Participant |
| Principal Mid Cap Fund           | R5            | 0.85%   | 0.25%    | 0.60%       |
| Principal Mid Cap Fund           | R6            | 0.59%   | 0.00%    | 0.59%       |
| PIMCO VIT Real Return            | Admin         | 1.42%   | 0.35%    | 1.07%       |
| PIMCO Real Return                | Class I       | 0.88%   | 0.00%    | 0.88%       |
| Voya Intermediate Bond Portfolio | Class I       | 0.55%   | 0.17%    | 0.38%       |
| Voya Intermediate Bond Fund      | Class I       | 0.35%   | 0.17%    | 0.18%       |

| Legend      |  |
|-------------|--|
| Current     |  |
| Recommended |  |
|             |  |

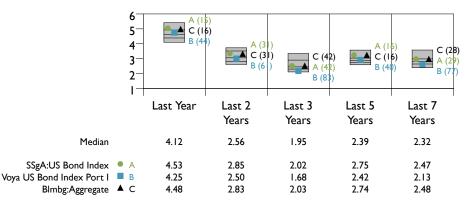
- The Principal Mid Cap Fund, PIMCO VIT Real Return Fund and Voya Intermediate Bond Portfolio offer alternative share classes/vehicles that can reduce participants' net investment management expenses, while still providing the same strategies.
- Recommendations: Conduct a share class exchange of the Principal Mid Cap Fund (R5 to R6) and vehicle exchange of the PIMCO VIT Real Return Fund (insurance product to retail mutual fund—I shares) and Voya Intermediate Bond Portfolio (insurance product to retail mutual fund—I shares).

## Tier II: Core Bond Index Recommendation

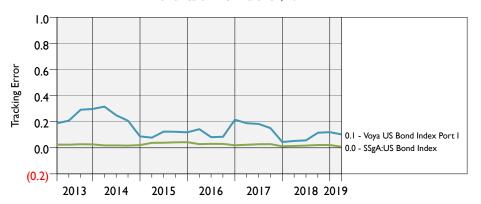
#### **Grid & Performance**

| Organization           | State Street Global Advisors                                                                                                                                                                                                                                                                                                                          |  |  |  |  |
|------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|
|                        |                                                                                                                                                                                                                                                                                                                                                       |  |  |  |  |
| Product Name           | US Bond Index                                                                                                                                                                                                                                                                                                                                         |  |  |  |  |
| Product Inception Date | 04/01/96                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |
|                        | State Street Global Advisors Trust Company is a                                                                                                                                                                                                                                                                                                       |  |  |  |  |
|                        | wholly owned subsidiary of State Street Bank and                                                                                                                                                                                                                                                                                                      |  |  |  |  |
|                        | Trust which is a wholly owned subsidiary of State                                                                                                                                                                                                                                                                                                     |  |  |  |  |
| Ownership Structure    | Street Corporation, a publicly listed company (NYSE:                                                                                                                                                                                                                                                                                                  |  |  |  |  |
|                        | STT). State Street Global Advisors is the world's third                                                                                                                                                                                                                                                                                               |  |  |  |  |
|                        | largest asset manager with over \$2.8 trillion in assets                                                                                                                                                                                                                                                                                              |  |  |  |  |
|                        | under management.                                                                                                                                                                                                                                                                                                                                     |  |  |  |  |
| Index                  | Bloomberg Barclays Aggregate Bond Index                                                                                                                                                                                                                                                                                                               |  |  |  |  |
| Index Description      | The index provides a measure of the performance of the U.S. dollar denominated investment grade bond market, which includes investment grade government bonds, investment grade corporate bonds, mortgage pass through securities, commercial mortgage-backed securities and asset-backed securities that are publicly for sale in the United States. |  |  |  |  |
| Assets In Product      | \$52.2 Billion                                                                                                                                                                                                                                                                                                                                        |  |  |  |  |
| Vehicle Type           | Collective Investment Trust (Class XIV)                                                                                                                                                                                                                                                                                                               |  |  |  |  |
| Total Expense Ratio    | 2.0 bps                                                                                                                                                                                                                                                                                                                                               |  |  |  |  |
|                        |                                                                                                                                                                                                                                                                                                                                                       |  |  |  |  |
|                        |                                                                                                                                                                                                                                                                                                                                                       |  |  |  |  |

Returns for Periods Ended March 31, 2019 Group: Callan Core Bond Mutual Funds



Rolling 4 Quarter Tracking Error Relative To Blmbg:Aggregate for 6 Years Ended March 31, 2019



#### ■ Recommendation: Replace Voya US Bond Index (0.08%) with SSGA US Bond Index (0.02%).\*

\*Net Expense = Investment Management - Revenue Sharing

Notes: Voya US Bond Index has 32 bps in revenue-sharing reflected in performance. SSGA US Bond Index will need to be added to the Voya platform.

# Voya 457(b): Revenue-Sharing

## Monitoring of Revenue-Sharing

|                                        |                  | 3/31/19 Market | Inv Mgmt Fees | Inv Mgmt Fees | Revenue-    | Revenue-     |
|----------------------------------------|------------------|----------------|---------------|---------------|-------------|--------------|
| Manager                                | Style            | Value          | (%)           | (\$)          | Sharing (%) | Sharing (\$) |
|                                        |                  |                |               |               |             |              |
| Voya U.S. Stock Index                  | Large Cap Core   | \$9,018,193    | 0.27%         | \$24,349      | 0.28%       | \$25,251     |
| Voya Growth and Income                 | Large Cap Broad  | \$26,563,785   | 0.58%         | \$154,070     | 0.30%       | \$79,691     |
| Blackrock Equity Dividend              | Large Cap Value  | \$3,971,892    | 0.73%         | \$28,995      | 0.25%       | \$9,930      |
| Voya Large Cap Growth                  | Large Cap Growth | \$11,770,426   | 0.67%         | \$78,862      | 0.30%       | \$35,311     |
| Voya Russell Mid Cap Index             | Mid Cap Core     | \$1,346,033    | 0.40%         | \$5,384       | 0.30%       | \$4,038      |
| Principal Mid Cap Fund                 | Mid Cap Broad    | \$10,729,762   | 0.85%         | \$91,203      | 0.25%       | \$26,824     |
| Voya Russell Small Cap Index           | Small Cap Core   | \$1,374,629    | 0.45%         | \$6,186       | 0.30%       | \$4,124      |
| Voya Small Company                     | Small Cap Broad  | \$7,585,318    | 0.89%         | \$67,509      | 0.30%       | \$22,756     |
| Voya Oppenheimer Global                | Global           | \$7,226,972    | 0.75%         | \$54,202      | 0.36%       | \$26,017     |
| Voya International Index               | International    | \$410,510      | 0.45%         | \$1,847       | 0.30%       | \$1,232      |
| American Funds EuroPacific Growth      | Non-US Equity    | \$5,979,457    | 0.83%         | \$49,629      | 0.35%       | \$20,928     |
| Voya T Rowe Price Capital Appreciation | Balanced         | \$8,723,429    | 0.64%         | \$55,830      | 0.28%       | \$24,426     |
| Voya Solution 2060 Portfolio           | Target Date      | \$1,975        | 0.87%         | \$17          | 0.32%       | \$6          |
| Voya Solution 2055 Portfolio           | Target Date      | \$463,879      | 0.86%         | \$3,989       | 0.32%       | \$1,484      |
| Voya Solution 2050 Portfolio           | Target Date      | \$1,666        | 0.86%         | \$14          | 0.32%       | \$5          |
| Voya Solution 2045 Portfolio           | Target Date      | \$901,210      | 0.86%         | \$7,750       | 0.32%       | \$2,884      |
| Voya Solution 2040 Portfolio           | Target Date      | \$245          | 0.83%         | \$2           | 0.32%       | \$1          |
| Voya Solution 2035 Portfolio           | Target Date      | \$996,136      | 0.83%         | \$8,268       | 0.32%       | \$3,188      |
| Voya Solution 2030 Portfolio           | Target Date      | \$535          | 0.79%         | \$4           | 0.32%       | \$2          |
| Voya Solution 2025 Portfolio           | Target Date      | \$857,201      | 0.78%         | \$6,686       | 0.32%       | \$2,743      |
| Voya Solution 2020 Portfolio           | Target Date      | \$0            | 0.72%         | \$0           | 0.32%       | \$0          |
| Voya Solution Income Portfolio         | Target Date      | \$397,228      | 0.68%         | \$2,701       | 0.32%       | \$1,271      |
| PGIM High Yield Fund                   | High Yield       | \$541,213      | 0.55%         | \$2,977       | 0.25%       | \$1,353      |
| PIMCO VIT Real Return Portfolio        | TIPS             | \$389,024      | 1.04%         | \$4,046       | 0.35%       | \$1,362      |
| Voya Intermediate Bond                 | Core Plus Bond   | \$7,210,499    | 0.55%         | \$39,658      | 0.17%       | \$12,258     |
| Voya U.S. Bond Index                   | Core Bond        | \$570,111      | 0.40%         | \$2,280       | 0.32%       | \$1,824      |
|                                        |                  |                |               |               |             |              |
|                                        |                  | \$107,031,326  | 0.65%         | \$696,461     | 0.29%       | \$308,909    |

| Voya    | Voya                  |
|---------|-----------------------|
|         | Administration        |
|         |                       |
| Fee (%) | Fee (\$)              |
|         |                       |
| 0.15%   | \$13,527              |
| 0.15%   | \$39,846              |
| 0.15%   | \$5,958               |
| 0.15%   | \$17,656              |
| 0.15%   | \$2,019               |
| 0.15%   | \$16,095              |
| 0.15%   | \$2,062               |
| 0.15%   | \$11,378              |
| 0.15%   | \$10,8 <del>4</del> 0 |
| 0.15%   | \$616                 |
| 0.15%   | \$8,969               |
| 0.15%   | \$13,085              |
| 0.15%   | \$3                   |
| 0.15%   | \$696                 |
| 0.15%   | \$2                   |
| 0.15%   | \$1,352               |
| 0.15%   | \$0                   |
| 0.15%   | \$1, <del>4</del> 94  |
| 0.15%   | <b>\$</b> 1           |
| 0.15%   | \$1,286               |
| 0.15%   | \$0                   |
| 0.15%   | \$596                 |
| 0.15%   | \$812                 |
| 0.15%   | \$584                 |
| 0.15%   | \$10,816              |
| 0.15%   | \$855                 |
|         |                       |
| 0.15%   | \$160,547             |

| Total Expense | Total Expense |
|---------------|---------------|
| (%)           | (\$)          |
|               |               |
| 0.42%         | \$37,876      |
| 0.73%         | \$193,916     |
| 0.88%         | \$34,953      |
| 0.82%         | \$96,517      |
| 0.55%         | \$7,403       |
| 1.00%         | \$107,298     |
| 0.60%         | \$8,248       |
| 1.04%         | \$78,887      |
| 0.90%         | \$65,043      |
| 0.60%         | \$2,463       |
| 0.98%         | \$58,599      |
| 0.79%         | \$68,915      |
| 1.02%         | \$20          |
| 1.01%         | \$4,685       |
| 1.01%         | \$17          |
| 1.01%         | \$9,102       |
| 0.98%         | \$2           |
| 0.98%         | \$9,762       |
| 0.94%         | \$5           |
| 0.93%         | \$7,972       |
| 0.87%         | \$0           |
| 0.83%         | \$3,297       |
| 0.70%         | \$3,788       |
| 1.19%         | \$4,629       |
| 0.70%         | \$50,473      |
| 0.55%         | \$3,136       |
|               |               |
| 0.80%         | \$857,008     |

- As highlighted during the June 26<sup>th</sup> SIC meeting, the Voya 457(b) Plan charges an administrative fee of 15 bps on all *variable* assets in the Plan and collects revenue-sharing from the Plan's investment options for a total required revenue of 44 bps.
- The current Voya recordkeeping platform does not allow revenue-sharing to be rebated to the individual participants who generate it; however, Voya can adjust the administrative fee to provide a more equitable fee arrangement.
- Recommendation: Adjust the Voya administration fee on each Fund so that all Funds will have a combination of administration fee and revenue-sharing that meets Voya's compensation requirement of 0.44%.

# Voya 457(b): Revenue-Sharing

## Monitoring of Revenue-Sharing

|                                   |                  | 3/31/19 Market           | Inv Mgmt | Inv Mgmt  | Revenue-    | Revenue-     |
|-----------------------------------|------------------|--------------------------|----------|-----------|-------------|--------------|
| Manager                           | Style            | Value                    | Fees (%) | Fees (\$) | Sharing (%) | Sharing (\$) |
|                                   |                  |                          |          |           |             |              |
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| Voya Solution 2060 Portfolio      | Target Date      | \$1,975                  | 0.87%    | \$17      | 0.32%       | \$6          |
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| Voya Solution 2050 Portfolio      | Target Date      | \$1,666                  | 0.86%    | \$14      | 0.32%       | \$5          |
| Voya Solution 2045 Portfolio      | Target Date      | \$901,210                | 0.86%    | \$7,750   | 0.32%       | \$2,884      |
| Voya Solution 2040 Portfolio      | Target Date      | \$245                    | 0.83%    | \$2       | 0.32%       | <b>\$</b> 1  |
| Voya Solution 2035 Portfolio      | Target Date      | \$996,136                | 0.83%    | \$8,268   | 0.32%       | \$3,188      |
| Voya Solution 2030 Portfolio      | Target Date      | \$535                    | 0.79%    | \$4       | 0.32%       | \$2          |
| Voya Solution 2025 Portfolio      | Target Date      | \$857,201                | 0.78%    | \$6,686   | 0.32%       | \$2,743      |
| Voya Solution 2020 Portfolio      | Target Date      | \$0                      | 0.72%    | \$0       | 0.32%       | \$0          |
| Voya Solution Income Portfolio    | Target Date      | \$397,228                | 0.68%    | \$2,701   | 0.32%       | \$1,271      |
| PGIM High Yield Fund              | High Yield       | \$541,213                | 0.55%    | \$2,977   | 0.25%       | \$1,353      |
| PIMCO VIT Real Return Portfolio   | TIPS             | \$389,024                | 1.04%    | \$4,046   | 0.35%       | \$1,362      |
| Voya Intermediate Bond            | Core Plus Bond   | \$7,210, <del>4</del> 99 | 0.55%    | \$39,658  | 0.17%       | \$12,258     |
| Voya U.S. Bond Index              | Core Bond        | \$570,111                | 0.40%    | \$2,280   | 0.32%       | \$1,824      |
|                                   |                  |                          |          |           |             |              |
|                                   |                  | \$107,031,326            | 0.65%    | \$696,461 | 0.29%       | \$308,909    |

| Voya          | Voya           |  |  |
|---------------|----------------|--|--|
| Adminstration | Administration |  |  |
| Fee (%)       | Fee (\$)       |  |  |
|               |                |  |  |
| 0.16%         | \$14,429       |  |  |
| 0.14%         | \$37,189       |  |  |
| 0.19%         | \$7,547        |  |  |
| 0.14%         | \$16,479       |  |  |
| 0.14%         | \$1,884        |  |  |
| 0.19%         | \$20,387       |  |  |
| 0.14%         | \$1,924        |  |  |
| 0.14%         | \$10,619       |  |  |
| 0.08%         | \$5,782        |  |  |
| 0.14%         | \$575          |  |  |
| 0.09%         | \$5,382        |  |  |
| 0.16%         | \$13,957       |  |  |
| 0.12%         | \$2            |  |  |
| 0.12%         | \$557          |  |  |
| 0.12%         | \$2            |  |  |
| 0.12%         | \$1,081        |  |  |
| 0.12%         | \$0            |  |  |
| 0.12%         | \$1,195        |  |  |
| 0.12%         | \$1            |  |  |
| 0.12%         | \$1,029        |  |  |
| 0.12%         | \$0            |  |  |
| 0.12%         | \$477          |  |  |
| 0.19%         | \$1,028        |  |  |
| 0.09%         | \$350          |  |  |
| 0.27%         | \$19,468       |  |  |
| 0.12%         | \$684          |  |  |
| 0.15%         | £1/2.028       |  |  |
| 0.15%         | \$162,029      |  |  |

| Total Expense | Total Expense |
|---------------|---------------|
| (%)           | (\$)          |
|               |               |
| 0.43%         | \$38,778      |
| 0.72%         | \$191,259     |
| 0.92%         | \$36,541      |
| 0.81%         | \$95,340      |
| 0.54%         | \$7,269       |
| 1.04%         | \$111,590     |
| 0.59%         | \$8,110       |
| 1.03%         | \$78,129      |
| 0.83%         | \$59,984      |
| 0.59%         | \$2,422       |
| 0.92%         | \$55,011      |
| 0.80%         | \$69,787      |
| 0.99%         | \$20          |
| 0.98%         | \$4,546       |
| 0.98%         | \$16          |
| 0.98%         | \$8,832       |
| 0.95%         | \$2           |
| 0.95%         | \$9,463       |
| 0.91%         | \$5           |
| 0.90%         | \$7,715       |
| 0.84%         | \$0           |
| 0.80%         | \$3,178       |
| 0.74%         | \$4,005       |
| 1.13%         | \$4,396       |
| 0.82%         | \$59,126      |
| 0.52%         | \$2,965       |
| 0.000/        | ****          |
| 0.80%         | \$858,489     |

■ The table above highlights the recommended administrative fee structure in green.

Fidelity 457(b) Plan



# Fidelity 457(b) Plan

## Asset Breakdown as of March 31, 2019

|                              |                               |               |                  | # of           |
|------------------------------|-------------------------------|---------------|------------------|----------------|
| Investment Option            | <b>S</b> tyle                 | Market Value  | % of Plan Assets | Participants 1 |
|                              |                               |               |                  |                |
| Fidelity Freedom 2060        | Target Date                   | \$70,066      | 0.0%             | 19             |
| Fidelity Freedom 2055        | Target Date                   | \$641,137     | 0.4%             | 41             |
| Fidelity Freedom 2050        | Target Date                   | \$319,144     | 0.2%             | 46             |
| Fidelity Freedom 2045        | Target Date                   | \$1,096,480   | 0.7%             | 59             |
| Fidelity Freedom 2040        | Target Date                   | \$1,431,266   | 0.9%             | 58             |
| Fidelity Freedom 2035        | Target Date                   | \$2,992,963   | 1.9%             | 71             |
| Fidelity Freedom 2030        | Target Date                   | \$12,931,204  | 8.4%             | 262            |
| Fidelity Freedom 2025        | Target Date                   | \$3,763,563   | 2.4%             | 103            |
| Fidelity Freedom 2020        | Target Date                   | \$15,800,266  | 10.3%            | 242            |
| Fidelity Freedom 2015        | Target Date                   | \$2,042,591   | 1.3%             | 51             |
| Fidelity Freedom 2010        | Target Date                   | \$3,567,971   | 2.3%             | 71             |
| Fidelity Freedom 2005        | Target Date                   | \$357,008     | 0.2%             | 10             |
| Fidelity Freedom Income      | Target Date                   | \$1,627,297   | 1.1%             | 48             |
|                              |                               | \$46,640,956  | 30.3%            |                |
| Fidelity 500 Index           | Large Cap Core                | \$12,179,492  | 7.9%             | 409            |
| Fidelity Large Cap Stock     | Large Cap Broad               | \$8,298,344   | 5.4%             | 335            |
| Vanguard FTSE Social Index   | Large Cap Broad               | \$445,966     | 0.3%             | 91             |
| Invesco Diversified Dividend | Large Cap Value               | \$2,363,981   | 1.5%             | 173            |
| Fidelity Contrafund          | Large Cap Growth              | \$36,068,817  | 23.4%            | 716            |
| Fidelity Mid Cap Index       |                               |               | 1.3%             | 188            |
| Fidelity Small Cap Index     |                               |               | 1.2%             | 229            |
| Fidelity Low-Priced Stock    | _ow-Priced Stock Total Equity |               | 6.4%             | 356            |
| Fidelity International Index | International                 | \$2,604,593   | 1.7%             | 186            |
| Harbor International         | International                 | \$3,814,485   | 2.5%             | 305            |
| PIMCO Total Return           | Core Plus Bond                | \$6,998,424   | 4.5%             | 279            |
| Fidelity US Bond Index       | Core Bond                     | \$1,618,247   | 1.1%             | 150            |
| T Rowe Price Stable Value    | Stable Value                  | \$6,403,026   | 4.2%             | 331            |
| Brokerage Link               |                               | \$12,699,081  | 8.3%             | 113            |
|                              | •                             | \$107,239,273 | 69.7%            |                |
|                              |                               | \$153,880,229 | 100.0%           | 1,673          |

## Fidelity 457(b) Plan Investment Menu

#### Investment Menu Overview



The Fidelity 457(b) Plan's investment menu follows best practices by: utilizing a proper default option (an age-appropriate Target Date Fund), offering a broad range of investment options, and allowing participants to exercise control over their assets.

### Target Date Funds' Review

#### **Target Date Funds:**

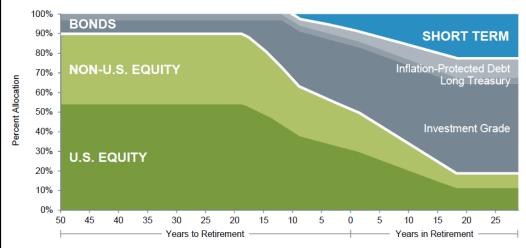
- Provide participants with an "Allocate It For Me" solution a pre-diversified portfolio
- Automatically allocate to more conservative asset classes over time (glide path)
- Are offered in five-year increments to best meet participant demographics
- Are designed to correspond to the year a participant intends to retire
- Serve as the 457(b) Plan's default option, meaning that Fidelity invests a participant's assets in an age-appropriate Target Date Fund in the absence of investment direction from a participant

| Tier I. Target Date Options |
|-----------------------------|
| Fidelity Freedom Income     |
| Fidelity Freedom 2005       |
| Fidelity Freedom 2010       |
| Fidelity Freedom 2015       |
| Fidelity Freedom 2020       |
| Fidelity Freedom 2025       |
| Fidelity Freedom 2030       |
| Fidelity Freedom 2035       |
| Fidelity Freedom 2040       |
| Fidelity Freedom 2045       |
| Fidelity Freedom 2050       |
| Fidelity Freedom 2055       |
| Fidelity Freedom 2060       |

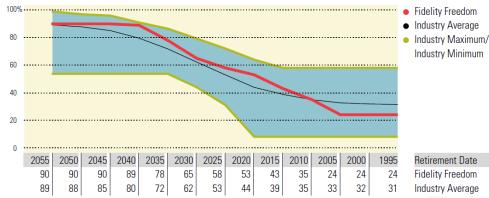
## Fidelity Freedom Funds' Review

- Active approach with broad market exposure to major asset classes.
- Flexible asset allocation within reasonable guardrails.
- Automatically becomes more conservative over time until landing at a static asset allocation ten to 19 years post-retirement.
- Asset allocation is generally more aggressive than peers throughout the glide path until exhibiting a more conservative stance ~20 years post retirement.
- Performance can deviate relative to the Funds' strategic indexes.
- Net expense (investment management fee revenue sharing) is reasonable relative to peers.\*
- The utilization and monitoring of the Fidelity Freedom Funds position the Fidelity 457(b) Plan well relative to peers and within the context of the DOL's guidance.

#### Glide Path & Portfolio Construction:



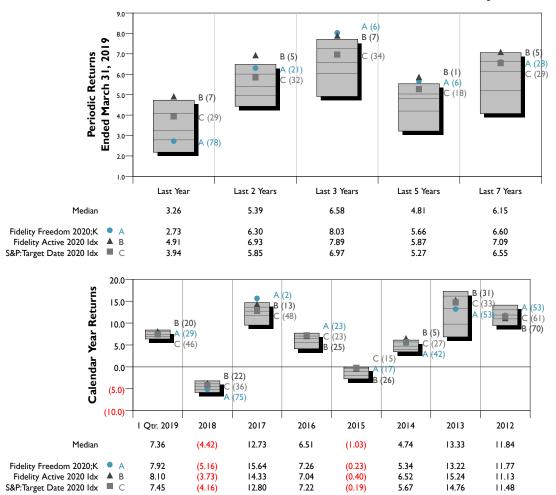
#### Morningstar Glide Path Peer Comparison:



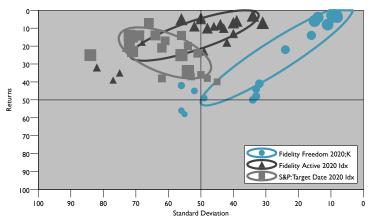
<sup>\*</sup> Morningstar Fee Level: Fidelity Freedom Funds' fees would rank "Below Average to Average," if revenue-sharing was excluded.

# Target Date Funds' Comparison

## 2020 Fund Performance and Risk Comparison



Rolling 12 Quarter Scatter Chart for 5 Years Ended March 31, 2019

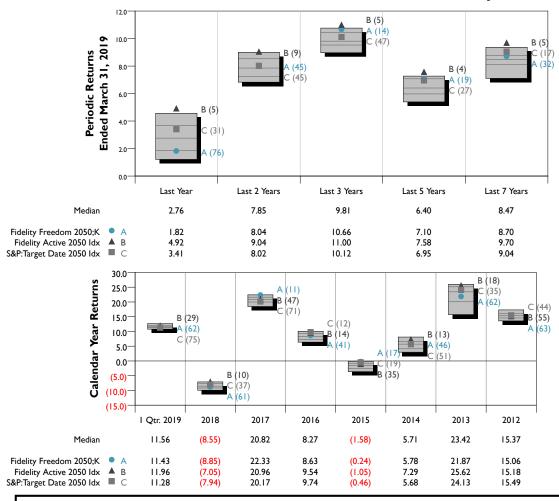


Fidelity Freedom 2020 has generally provided higher returns, while taking more risk, relative to its peers over longer periods of time.

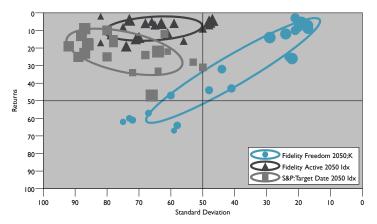
Note: Fidelity Freedom 2020 has 20 bps in revenue-sharing reflected in performance.

# Target Date Funds' Comparison

### 2050 Fund Performance and Risk Comparison



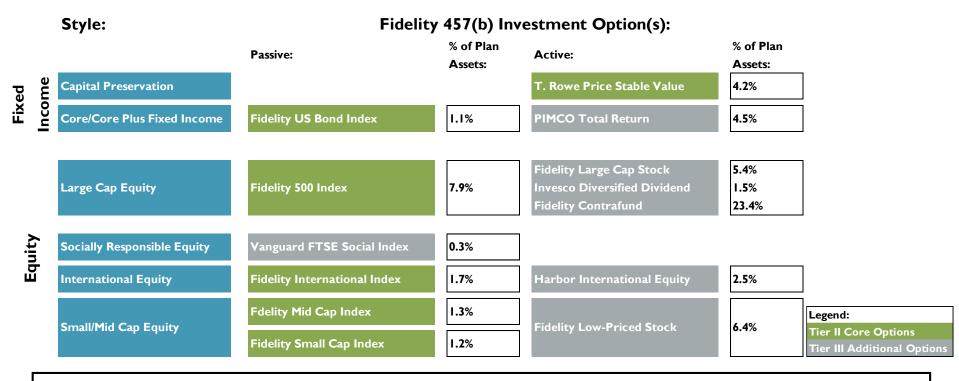
Rolling 12 Quarter Scatter Chart for 5 Years Ended March 31, 2019



Fidelity Freedom 2050 has generally provided higher returns, while taking more risk, relative to its peers over longer periods of time.

Note: Fidelity Freedom 2050 has 20 bps in revenue-sharing reflected in performance.

### Core and Additional Options' Review



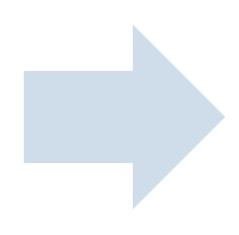
- The Fidelity 457(b) Plan's Tiers II and III options offer exposure to each major asset class, allowing participants to build their own broadly diversified portfolios or express a particular bias within their portfolios.
- The Plan offers an active and passive track in appropriate asset classes, which provides an investment solution for each type of investor—one who is looking for low cost options and one who believes active management can add value over time.
- Opportunities exist to enhance the International Equity Index and consolidate the Small/Mid Cap Equity Index investment options (see following pages).

### Enhancing the Tier II International Equity Index Option

#### Current:

## Fidelity International Index

- Tracks the MSCI EAFE Index
- Provides passive exposure to developed equity markets outside of the U.S.
- Mutual Fund (FSPSX)
- Expense Ratio: 0.035%



### Recommended: SSGA Global All Cap Equity ex U.S. Index

- Tracks the MSCI ACWI ex-US IMI Index
- Provides exposure to large, mid and small cap stocks across developed and emerging markets, excluding the U.S.
- Collective Investment Trust Class II
- Expense: 0.045%

• Recommendation: Replace the current International Equity Index option (Fidelity International Index) with a more broadly diversified International Equity Index option (SSGA Global All Cap Equity ex U.S. Index).

### Simplifying the Investment Menu—International Equity Index Option

| Organization                  | State Street Global Advisors                             |  |  |
|-------------------------------|----------------------------------------------------------|--|--|
|                               |                                                          |  |  |
| Product Name                  | Global ex US All Cap                                     |  |  |
| Product Inception Date        | 04/30/10                                                 |  |  |
|                               | State Street Global Advisors Trust Company is a          |  |  |
|                               | wholly owned subsidiary of State Street Bank and         |  |  |
|                               | Trust which is a wholly owned subsidiary of State        |  |  |
| Ownership Structure           | Street Corporation, a publicly listed company (NYSE:     |  |  |
|                               | STT). State Street Global Advisors is the world's third  |  |  |
|                               | largest asset manager with over \$2.8 trillion in assets |  |  |
|                               | under management.                                        |  |  |
| dex MSCI ACWI ex-US IMI Index |                                                          |  |  |
|                               | The MSCI ACWI ex US Investable Market Index (IMI)        |  |  |
|                               | captures large, mid and small cap stocks across 22 of    |  |  |
|                               | 23 Developed Markets (DM) countries (excluding the       |  |  |
| Index Description             | United States) and 24 Emerging Markets (EM)              |  |  |
|                               | countries. With 6,149 constituents, the index covers     |  |  |
|                               | approximately 99% of the global equity opportunity       |  |  |
|                               | set outside the US.                                      |  |  |
| Assets In Product             | \$31.8 Billion                                           |  |  |
| Vehicle Type                  | Collective Investment Trust (Class II)                   |  |  |
| Total Expense Ratio           | 4.5 bps                                                  |  |  |
|                               |                                                          |  |  |

Returns for Periods Ended March 31, 2019 Group: Callan Non US Equity Mutual Funds



Rolling 4 Quarter Tracking Error Relative To MSCI:ACWI ex US IMI for 6 Years Ended March 31, 2019



40

### Simplifying the Investment Menu—Small/Mid Equity Index Option

### Fidelity Mid Cap Index

- Tracks the Russell Mid Cap Index
- Provides passive exposure to U.S. mid cap stocks
- Mutual Fund (FSMDX)
- Expense Ratio: 0.025%

# Fidelity Small Cap Index

- Tracks the Russell 2000 Index
- Provides passive exposure to U.S. small cap stocks
- Mutual Fund (FSSNX)
- Expense Ratio: 0.025%

#### Legend:

Tier II Core Options
Tier III Additional Options

### Recommended: SSGA U.S. Small/Mid Cap Index

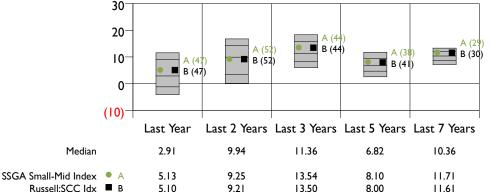
- Tracks the Russell Small Cap Completeness Index
- Provides exposure to small and mid cap stocks in the U.S.
- Collective Investment Trust Class II
- Expense: 0.02%

• Recommendation: Simplify the Small and Mid Cap Equity Index options by offering one broadly diversified Small/Mid Cap Equity Index option (SSGA U.S. Small/Mid Cap Index), while also slightly reducing investment management fees.

### Simplifying the Investment Menu—Small/Mid Equity Index Option

| Organization           | State Street Global Advisors                             |  |  |  |
|------------------------|----------------------------------------------------------|--|--|--|
|                        |                                                          |  |  |  |
| Product Name           | U.S. Small/Mid Cap Index                                 |  |  |  |
| Product Inception      | 08/31/97                                                 |  |  |  |
| Date                   | 08/31/97                                                 |  |  |  |
|                        | State Street Global Advisors Trust Company is a          |  |  |  |
|                        | wholly owned subsidiary of State Street Bank and         |  |  |  |
| Overn a mala in        | Trust which is a wholly owned subsidiary of State        |  |  |  |
| Ownership<br>Structure | Street Corporation, a publicly listed company (NYSE:     |  |  |  |
| Structure              | STT). State Street Global Advisors is the world's third  |  |  |  |
|                        | largest asset manager with over \$2.8 trillion in assets |  |  |  |
|                        | under management.                                        |  |  |  |
| Index                  | Russell Small Cap Completeness Index                     |  |  |  |
|                        | The Fund seeks to mirror the holdings, portfolio         |  |  |  |
|                        | characteristics and performance of the Russell Small     |  |  |  |
| la dan Danasiasian     | Cap Completness Index. The Russell Small Cap             |  |  |  |
| Index Description      | Completeness Index is a market capitalization            |  |  |  |
|                        | weighted index comprised of the Russell 3000 stocks      |  |  |  |
|                        | not included in the S&P 500 Index.                       |  |  |  |
| Assets In Product      | \$30.9 Billion                                           |  |  |  |
| Vehicle Type           | Collective Investment Trust (Class II)                   |  |  |  |
| Total Expense          | 2.0 has                                                  |  |  |  |
| Ratio                  | 2.0 bps                                                  |  |  |  |
|                        |                                                          |  |  |  |
|                        |                                                          |  |  |  |

Returns for Periods Ended March 31, 2019 Group: Callan Small/MidCap Broad Mutual Funds



Rolling 4 Quarter Tracking Error Relative To Russell:SCC Idx for 6 Years Ended March 31, 2019



# Tier IV: Self-Directed Brokerage

### Self-Directed Brokerage Accounts (SDBA) Considerations

#### **Evaluating Factors for Plan Sponsors:**



Is the proposed provider qualified to offer the brokerage window service?



What is the quality of the provider's service?



Are the fees reasonable?

#### **Fidelity SDBA Overview:**

- Full Brokerage Window (Mutual Funds, Common Stock and Bonds)
- Fidelity Funds: No transaction fees
- FundsNetwork Funds: Fees vary based on investment type. Examples: Transaction Fee Funds: \$49.95/online purchase; Stocks/ETFs: \$4.95/trade (online), etc.
- The Fidelity SDBA option offers a full brokerage window (mutual funds, common stock and bonds), in which participants are allowed to invest outside of the Plan's investment menu.
- There are 113 participants, representing \$12.7 million (8.3%) in assets, utilizing Fidelity's SDBA option.
  - > \$5.8 million is invested in common stock and \$4.9 million is in mutual funds. The remaining assets are invested in exchange-traded funds (ETFs), REITs, etc.
- Recommendation: Consider limiting the SDBA to a mutual fund only window to ensure greater diversification in participants' holdings.

# Fidelity 457(b) Plan's Manager Due Diligence

Stoplight Grid Summary

| Criteria                      | Fidelity<br>Freedom<br>Funds | Fidelity 500<br>Index | Fidelity Large<br>Cap Stock | Vanguard<br>FTSE Social<br>Index | Invesco<br>Diversified<br>Dividend | Fidelity<br>Contrafund | Fidelity Mid<br>Cap Index |
|-------------------------------|------------------------------|-----------------------|-----------------------------|----------------------------------|------------------------------------|------------------------|---------------------------|
| Qualitative Review            | •                            | •                     | •                           | •                                | •                                  | •                      | •                         |
| Long Term Performance (5-Yr)  | •                            | •                     | _                           | •                                | •                                  | •                      | •                         |
| Short-Term Performance (3-Yr) | •                            | •                     | •                           | •                                | WL                                 | •                      | •                         |
| Fee                           | •                            | <b>●</b> **           | •                           | <b>*</b>                         | •                                  | •                      | •                         |
|                               | Fidelity Small               | Fidelity Low-         | Fidelity<br>International   | Harbor                           | PIMCO Total                        | Fidelity US            | T Rowe Price              |

| Criteria                      | Fidelity Small<br>Cap Index | Fidelity Low-<br>Priced Stock | Fidelity<br>International<br>Index | Harbor<br>International | PIMCO Total<br>Return | Fidelity US<br>Bond Index | T Rowe Price<br>Stable Value |
|-------------------------------|-----------------------------|-------------------------------|------------------------------------|-------------------------|-----------------------|---------------------------|------------------------------|
| Qualitative Review            | •                           | •                             | •                                  | •                       | •                     | •                         | •                            |
| Long Term Performance (5-Yr)  | •                           | •                             | •                                  | <u> </u>                | •                     | •                         | •                            |
| Short-Term Performance (3-Yr) | •                           | 0                             | •                                  |                         | •                     | •                         | •                            |
| Fee                           | •                           | •                             | •                                  | •                       | •                     | <b>*</b> **               | •                            |

| Legend |                                                              |  |  |  |  |
|--------|--------------------------------------------------------------|--|--|--|--|
| •      | Everything is good to excellent in this area                 |  |  |  |  |
| 0      | Caution is warranted but action is not required at this time |  |  |  |  |
| WL     | Watchlist Status                                             |  |  |  |  |
| •      | Action is recommended or is being taken (as applicable)      |  |  |  |  |

- The majority of the investment options rank good to excellent from both a qualitative and performance standpoint, per the Investment Policy Statement guidelines.
  - > Recommendations: Place Invesco Diversified Dividend on Watchlist status and replace Harbor International Equity (see pages 45-46).
- As highlighted in the June 26<sup>th</sup> SIC meeting, Capital Cities recommends transitioning to the new Admiral share class of Vanguard FTSE Social Index to reduce this Fund's fee by 4 bps.\*
- There has recently been significant fee compression in the passive investment management space, which provides opportunities to reduce passive S&P 500 Index and US Bond Index Funds' fees (see pages 48-49).\*\*

## Invesco Diversified Dividend Fund

#### Situation & Recommendation

#### **Situation**:

- The Invesco Diversified Dividend Fund has experienced short- and long-term underperformance (last three- and five-year time periods) relative to peers and the Russell 1000 Value Index.
- The majority of the Fund's relative underperformance occurred during the two-year time period ending March 31, 2018.
  - Adverse sector positioning, notably an underweight to Financials and Technology and an overweight to Consumer Staples, detracted from relative performance.
  - The Fund's elevated cash position, due to M&A activity, also weighed on returns as equity markets were positive.
  - ➤ Capital Cities views the Fund's underperformance, during this period, to be primarily a result of a transitory, adverse market environment rather than a structural issue with the Fund's investment process.
- The Fund has exhibited strong relative performance over the last one-year time period, ranking in the top quartile of peers and outperforming the Russell 1000 Value Index by 154 basis points.

Recommendation: Watchlist the Invesco Diversified Dividend Fund. See previously delivered Watchlist Memo to the CollegeBound Program in June 2018 for additional details.

## Harbor International Equity Fund

#### Situation & Recommendation

#### **Situation**:

- On August 22<sup>nd</sup>, Harbor appointed Marathon Asset Management LLP (Marathon-London) to serve as sub-adviser to the Harbor International Equity Fund.
- Marathon-London succeeded Northern Cross, LLC, which served as sub-adviser to the Fund since 2009.
- The Harbor International Equity Fund has also experienced short- and long-term underperformance (last three- and five-year time periods).

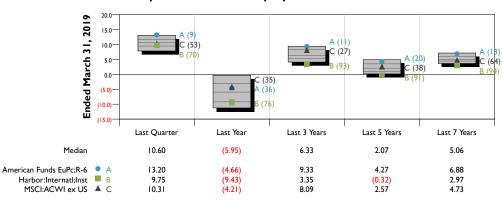
<u>Recommendation</u>: Replace Harbor International Equity given personnel changes and underperformance.

# Harbor International Equity Replacement

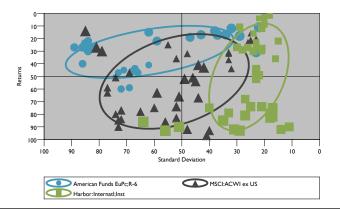
#### American Funds EuroPacific Growth

| Organization            | Capital Group: American Funds                                                     |
|-------------------------|-----------------------------------------------------------------------------------|
|                         |                                                                                   |
| Product Name            | EuroPacific Growth                                                                |
| Product Inception Date  | April 16, 1984                                                                    |
| Ownership Structure     | Part of the Capital Group Companies; Employee Owned                               |
| Firm Information        | Founded in 1931 with ~\$1.6 trillion in assets under management.                  |
| Investment Philosophy   | The Fund seeks growth of capital by employing a flexible approach to investing    |
|                         | in attractively valued companies in developed and emerging markets that are       |
|                         | positioned to benefit from innovation, global economic growth, increasing         |
|                         | consumer demand or a turnaround in business conditions. The Fund utilizes a       |
|                         | multi-portfolio manager system (nine portfolio managers and a research            |
|                         | portfolio) where each portfolio manager has sole discretion within their sleeve   |
|                         | of the portfolio. Individual manager sleeves tend to be somewhat concentrated,    |
|                         | with 30-70 holdings each. In addition, each sector analyst within the Research    |
|                         | Portfolio tends to hold 5-10 stocks.                                              |
| Stock Selection         | The Portfolio Managers range in style from Deep Value to Growth. The firm's       |
|                         | analysts, therefore, must be able to support a variety of styles. Stock Selection |
|                         | is almost entirely focused on bottom-up factors.                                  |
| # of holdings           | 320+                                                                              |
| % in Top Ten            | 22%                                                                               |
| Turnover                | 35%                                                                               |
| Index                   | MSCI All Country World ex USA Index                                               |
| Benchmark Awareness     | Country and Sector weights are the residual of bottom-up decisions and the        |
|                         | aggregation of the underlying sleeves. The portfolio will make significant use    |
|                         | (25%+) of non-benchmark companies. Generally invests meaningfully in              |
|                         | Emerging Markets (~32% as of 3/31/19).                                            |
| Weighted Avg Market Cap | \$44.0 billion                                                                    |
| Key Professionals       | Denning/Lyckeus/Grace/Kawaja/Lee/Knowles/Kymisis/Suzman/Thomsen                   |
| Assets In Product       | \$151.8 billion                                                                   |
| Fees                    | 49 bps                                                                            |
| Vehicle Type            | Mutual Fund (RERGX)                                                               |
|                         |                                                                                   |

#### Performance for Periods Ended March 31, 2019 Group: Callan Non US Equity Mutual Funds



Rolling 12 Quarter Scatter Chart for 10 Years Ended March 31, 2019



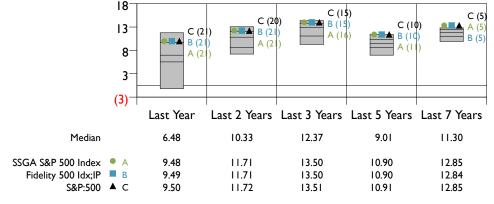
Recommendation: Replace Harbor International Equity with American Funds EuroPacific Growth.

## Tier II: S&P 500 Index Recommendation

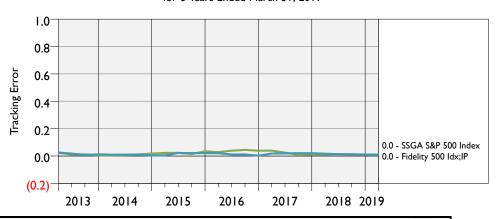
#### **Grid & Performance**

| Organization           | State Street Global Advisors                             |  |  |  |
|------------------------|----------------------------------------------------------|--|--|--|
|                        |                                                          |  |  |  |
| Product Name           | S&P 500 Index                                            |  |  |  |
| Product Inception      | 02/29/96                                                 |  |  |  |
| Date                   |                                                          |  |  |  |
|                        | State Street Global Advisors Trust Company is a          |  |  |  |
|                        | wholly owned subsidiary of State Street Bank and         |  |  |  |
| O                      | Trust which is a wholly owned subsidiary of State        |  |  |  |
| Ownership<br>Structure | Street Corporation, a publicly listed company (NYSE:     |  |  |  |
| Structure              | STT). State Street Global Advisors is the world's third  |  |  |  |
|                        | largest asset manager with over \$2.8 trillion in assets |  |  |  |
|                        | under management.                                        |  |  |  |
|                        | The Funds seek to mirror the holdings, portfolio         |  |  |  |
|                        | characteristics and performance of the S&P 500 Index.    |  |  |  |
|                        | The S&P 500 Index is market capitalization index         |  |  |  |
| Index Description      | based on the 500 largest U.S. companies listed on the    |  |  |  |
|                        | NYSE or NASDAQ. The components and their                 |  |  |  |
|                        | weights are determined by S&P Dow Jones Indices.         |  |  |  |
|                        | weights are determined by 38th Dow Jones indices.        |  |  |  |
| Assets In Product      | \$483.8 Billion                                          |  |  |  |
| Vehicle Type           | Collective Investment Trust (Class II)                   |  |  |  |
| Total Expense          | 12 (5%                                                   |  |  |  |
| Ratio                  | 1.3 bps (Effective 8/1/19: 1.0 bp)                       |  |  |  |
|                        |                                                          |  |  |  |
|                        |                                                          |  |  |  |

Returns for Periods Ended March 31, 2019 Group: Callan Large Cap Core Mutual Funds



Rolling 4 Quarter Tracking Error Relative To S&P:500 for 6 Years Ended March 31, 2019



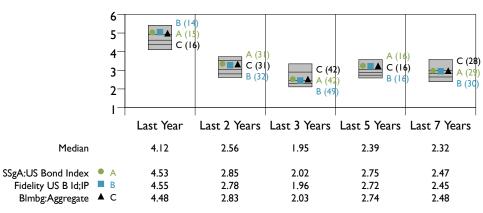
■ Recommendation: Replace Fidelity S&P 500 Index (0.015%) with SSGA S&P 500 Index (0.01%).

## Tier II: Core Bond Index Recommendation

#### Grid & Performance

| Organization           | State Street Global Advisors                                                                                                                                                                                                                                                                                                                          |
|------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |                                                                                                                                                                                                                                                                                                                                                       |
| Product Name           | US Bond Index                                                                                                                                                                                                                                                                                                                                         |
| Product Inception Date | 04/01/96                                                                                                                                                                                                                                                                                                                                              |
|                        | State Street Global Advisors Trust Company is a wholly owned subsidiary of State Street Bank and                                                                                                                                                                                                                                                      |
|                        | Trust which is a wholly owned subsidiary of State                                                                                                                                                                                                                                                                                                     |
| Ownership Structure    | Street Corporation, a publicly listed company (NYSE:                                                                                                                                                                                                                                                                                                  |
|                        | STT). State Street Global Advisors is the world's third                                                                                                                                                                                                                                                                                               |
|                        | largest asset manager with over \$2.8 trillion in assets                                                                                                                                                                                                                                                                                              |
|                        | under management.                                                                                                                                                                                                                                                                                                                                     |
| Index                  | Bloomberg Barclays Aggregate Bond Index                                                                                                                                                                                                                                                                                                               |
| Index Description      | The index provides a measure of the performance of the U.S. dollar denominated investment grade bond market, which includes investment grade government bonds, investment grade corporate bonds, mortgage pass through securities, commercial mortgage-backed securities and asset-backed securities that are publicly for sale in the United States. |
| Assets In Product      | \$52.2 Billion                                                                                                                                                                                                                                                                                                                                        |
| Vehicle Type           | Collective Investment Trust (Class XIV)                                                                                                                                                                                                                                                                                                               |
| Total Expense Ratio    | 2.0 bps                                                                                                                                                                                                                                                                                                                                               |
|                        |                                                                                                                                                                                                                                                                                                                                                       |
|                        |                                                                                                                                                                                                                                                                                                                                                       |

Returns for Periods Ended March 31, 2019 Group: Callan Core Bond Mutual Funds



Rolling 4 Quarter Tracking Error Relative To Blmbg:Aggregate for 6 Years Ended March 31, 2019



■ Recommendation: Replace Fidelity US Bond Index (0.025%) with SSGA US Bond Index (0.02%).

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# Fidelity 457(b): Fee Structure

### Enhancing the Overall Fee Structure

|                              |                  | 3/31/19       | Inv Mgmt Fees | Inv Mgmt Fees | Revenue-    | Revenue-     | Net Expense | Net Expense |
|------------------------------|------------------|---------------|---------------|---------------|-------------|--------------|-------------|-------------|
| Manager                      | Style            | Market Value  | (%)           | (\$)          | Sharing (%) | Sharing (\$) | (%)         | (\$)        |
|                              |                  |               |               |               |             |              |             |             |
| Fidelity 500 Index           | Large Cap Core   | \$12,179,492  | 0.015%        | \$1,827       | 0.00%       | \$0          | 0.015%      | \$1,827     |
| Fidelity Large Cap Stock     | Large Cap Broad  | \$8,298,344   | 0.67%         | \$55,599      | 0.35%       | \$29,044     | 0.32%       | \$26,555    |
| Vanguard FTSE Social Index   | Large Cap Broad  | \$445,966     | 0.18%         | \$803         | 0.00%       | \$0          | 0.18%       | \$803       |
| Invesco Diversified Dividend | Large Cap Value  | \$2,363,981   | 0.42%         | \$9,929       | 0.00%       | \$0          | 0.42%       | \$9,929     |
| Fidelity Contrafund          | Large Cap Growth | \$36,068,817  | 0.73%         | \$263,302     | 0.20%       | \$72,138     | 0.53%       | \$191,165   |
| Fidelity Mid Cap Index       | Mid Cap Core     | \$2,064,723   | 0.025%        | \$516         | 0.00%       | \$0          | 0.03%       | \$516       |
| Fidelity Small Cap Index     | Small Cap Core   | \$1,891,902   | 0.025%        | \$473         | 0.00%       | \$0          | 0.03%       | \$473       |
| Fidelity Low Priced Stock    | Total Equity     | \$9,788,191   | 0.53%         | \$51,877      | 0.20%       | \$19,576     | 0.33%       | \$32,301    |
| Fidelity International Index | International    | \$2,604,593   | 0.045%        | \$1,172       | 0.00%       | \$0          | 0.05%       | \$1,172     |
| Harbor International         | International    | \$3,814,485   | 0.77%         | \$29,372      | 0.10%       | \$3,814      | 0.67%       | \$25,557    |
| Fidelity Freedom 2060        | Target Date      | \$70,066      | 0.65%         | \$455         | 0.20%       | \$140        | 0.45%       | \$315       |
| Fidelity Freedom 2055        | Target Date      | \$641,137     | 0.65%         | \$4,167       | 0.20%       | \$1,282      | 0.45%       | \$2,885     |
| Fidelity Freedom 2050        | Target Date      | \$319,144     | 0.65%         | \$2,074       | 0.20%       | \$638        | 0.45%       | \$1,436     |
| Fidelity Freedom 2045        | Target Date      | \$1,096,480   | 0.65%         | \$7,127       | 0.20%       | \$2,193      | 0.45%       | \$4,934     |
| Fidelity Freedom 2040        | Target Date      | \$1,431,266   | 0.65%         | \$9,303       | 0.20%       | \$2,863      | 0.45%       | \$6,441     |
| Fidelity Freedom 2035        | Target Date      | \$2,992,963   | 0.64%         | \$19,155      | 0.20%       | \$5,986      | 0.44%       | \$13,169    |
| Fidelity Freedom 2030        | Target Date      | \$12,931,204  | 0.61%         | \$78,880      | 0.20%       | \$25,862     | 0.41%       | \$53,018    |
| Fidelity Freedom 2025        | Target Date      | \$3,763,563   | 0.57%         | \$21,452      | 0.20%       | \$7,527      | 0.37%       | \$13,925    |
| Fidelity Freedom 2020        | Target Date      | \$15,800,266  | 0.54%         | \$85,321      | 0.20%       | \$31,601     | 0.34%       | \$53,72I    |
| Fidelity Freedom 2015        | Target Date      | \$2,042,591   | 0.50%         | \$10,213      | 0.20%       | \$4,085      | 0.30%       | \$6,128     |
| Fidelity Freedom 2010        | Target Date      | \$3,567,971   | 0.46%         | \$16,413      | 0.20%       | \$7,136      | 0.26%       | \$9,277     |
| Fidelity Freedom 2005        | Target Date      | \$357,008     | 0.43%         | \$1,535       | 0.20%       | \$714        | 0.23%       | \$82 I      |
| Fidelity Freedom Income      | Target Date      | \$1,627,297   | 0.42%         | \$6,835       | 0.20%       | \$3,255      | 0.22%       | \$3,580     |
| PIMCO Total Return           | Core Plus Bond   | \$6,998,424   | 0.55%         | \$38,491      | 0.00%       | \$0          | 0.55%       | \$38,491    |
| Fidelity US Bond Index       | Core Bond        | \$1,618,247   | 0.025%        | \$405         | 0.00%       | \$0          | 0.03%       | \$405       |
| T Rowe Price Stable Value    | Stable Value     | \$6,403,026   | 0.30%         | \$19,209      | 0.00%       | \$0          | 0.30%       | \$19,209    |
| Brokerage Link               | NA               | \$12,699,081  | 0.00%         | \$0           | 0.00%       | \$0          | 0.00%       | \$0         |
|                              |                  |               |               |               |             |              |             |             |
|                              |                  | \$153,880,229 | 0.48%         | \$735,907     | 0.14%       | \$217,855    | 0.34%       | \$518,052   |

- As highlighted during the June 26<sup>th</sup> SIC meeting, the Fidelity 457(b) Plan generates revenue-sharing that is rebated to all participants to offset total Plan expenses.
- Recommendation: Rebate revenue-sharing to *individual* participants who generate it ("fee leveling") to provide a more equitable fee arrangement.
- Fidelity's 0.10%/participant administration fee would be charged as an explicit fee under the recommended structure.

## **APPENDIX**



# 401(a) and 457(b) Plans Overview

### Assets and Participants

|                                | TIAA 401(a)   | TIAA 457(b)  | Voya 457(b)   | Fidelity 457(b) |
|--------------------------------|---------------|--------------|---------------|-----------------|
|                                |               |              |               |                 |
| Total Plan Assets              | \$955,532,541 | \$36,879,482 | \$185,571,139 | \$153,880,229   |
| Total Target Date Funds Assets | \$859,552,644 | \$1,948,700  | \$3,620,074   | \$46,640,956    |
| Total # of Participants        | 37,047        | 840          | 4,143         | 1,673           |
|                                |               |              |               |                 |
|                                |               |              |               |                 |

# Target Date Funds' Comparisons

Rhode Island 401(a) and 457(b) Plans



#### **Vanguard**

#### TIAA 401(a) and 457(b) Plans— Vanguard Target Retirement Funds:

- Passive approach with simplistic and strategic construction
- Managed through retirement—lands seven years post-retirement
- Near Morningstar industry average asset allocation
- Performance closely tied to the Funds' benchmarks
- Very inexpensive fees (0.07%)



#### Voya 457(b) Plan—Voya Solution Portfolios:

- Blended approach with active and passive broad market exposure to major asset classes
- Flexible asset allocation within reasonable guardrails
- Comprised of proprietary and nonproprietary funds
- Managed to retirement
- Asset allocation is comparable to peers throughout the majority of the glidepath, with the exception of the beginning (more aggressive) and at retirement (more conservative)
- Performance can deviate relative to the Funds' strategic indexes
- Net expense: 0.36%-0.55%\*



### Fidelity 457(b) Plan—Fidelity Freedom Funds:

- Active approach with flexible asset allocation within reasonable guardrails
- Managed through retirement—lands ten to 19 years post-retirement
- Asset allocation is generally more aggressive than peers throughout the glide path until exhibiting a more conservative stance ~20 years post retirement
- Performance can deviate relative to the Funds' strategic indexes
- Net expense: 0.22%-0.45%\*

**Passive** 

Blend

Active

\*Net Expense = Investment Management – Revenue Sharing

## Fidelity 457(b): Active International Equity Candidates

### Elimination Matrix

|    | Name of firm                | Product                                        | Notes                                                                                         |
|----|-----------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 1  | American Beacon             | International Equity                           |                                                                                               |
| 2  | Artisan                     | International Value                            | Product (Closed)                                                                              |
| 3  | Brandes Investment Partners | Institutional International Equity             | Philosophy/Process (Highly Benchmark Agnostic Value Approach)                                 |
| 4  | Calvert                     | International Equity                           | Organization (Eaton Vance Acquisition of Firm); Personnel (Portfolio Manager Changes in 2016) |
| 5  | Capital Group               | American Funds EuroPacific Growth              |                                                                                               |
| 6  | Dodge & Cox                 | International Stock                            | Product (Closed); Performance (Long-Term Underperformance)                                    |
| 7  | Fidelity                    | Diversified International                      |                                                                                               |
| 8  | Harris Associates           | Oakmark International                          | Product (Closed)                                                                              |
| 9  | Hartford                    | International Value                            | Product (Closed); Style (Deep Value)                                                          |
| 10 | Invesco                     | International Growth                           | Style (Growth); Performance (Short-Term Underperformance)                                     |
| П  | Lord Abbett                 | International Opportunities                    | Philosophy/Process (Small/Mid Cap Equity Focus)                                               |
| 12 | MFS                         | International New Discovery                    | Philosophy/Process (Small/Mid Cap Equity Focus)                                               |
| 13 | MFS                         | International Equity                           | Personnel (Recent PM Departure)                                                               |
| 14 | Oppenheimer                 | International Diversified                      | Organization (Recent Invesco Acquisition)                                                     |
| 15 | T. Rowe Price               | International Stock                            | Personnel (Lead Portfolio Manager Change in 2015)                                             |
| 16 | TransAmerica                | International Equity                           | Organization (Recent SEC Settlement)                                                          |
| 17 | Templeton                   | Institutional Fund International Equity Series | Personnel (Recent PM Departure); Style (Value)                                                |
| 18 | Vanguard                    | International Growth                           | Style (Growth)                                                                                |
| 19 | Waddell & Reed              | International Core Equity                      | Performance (Short-Term Underperformance)                                                     |
| 20 | William Blair               | International Growth                           | Style (Growth)                                                                                |
|    |                             |                                                |                                                                                               |

Legend: Semi-Finalist Finalist

## Fidelity 457(b): Managed Account Services

### Participant Demographics

| Age     | # of Participants |
|---------|-------------------|
| <30     | 18                |
| 30 - 39 | 27                |
| 40 - 49 | 18                |
| 50 - 59 | 16                |
| 60 - 69 | 9                 |
| 70+     | 2                 |
| Total   | 90                |

| Managed Account Services Fee:                                                                           |
|---------------------------------------------------------------------------------------------------------|
| 50 basis points on first \$100,000;<br>45 basis points on next \$150,000;<br>30 basis points \$250,000+ |
|                                                                                                         |

- Managed Account Services are a discretionary solution for participants, including ongoing management, monitoring and rebalancing of their portfolios, based on their unique situation and retirement needs (e.g., risk tolerance, outside assets, etc.).
- Managed Account Services are only charged to participants in the 457(b) Plans who elect to utilize the product.
- 86 participants, representing \$2.5 million in assets, are currently utilizing Fidelity's Managed Account Services.

## Fidelity 457(b): Passive Elimination Matrix

### Qualitative and Quantitative Evaluation

| Name of firm              | Product                                       | Notes            |
|---------------------------|-----------------------------------------------|------------------|
| S&P 500                   |                                               |                  |
| I Northern Trust          | S&P 500 Index                                 | Price (1.3 bps)  |
| 2 Fidelity                | 500 Index Fund                                | Price (1.5 bps)  |
| 3 BlackRock               | Equity Index Strategy                         | Price (1.77 bps) |
| 4 Schwab                  | S&P 500 Index Fund                            | Price (2 bps)    |
| 5 State Street            | S&P 500 Index Strategy                        | Price (I bp)     |
| 6 Vanguard                | Institutional Index Fund                      | Price (3.5 bps)  |
| US Small/Mid Cap          |                                               |                  |
| I Northern Trust          | DJ US Completion Index                        | Price (7 bps)    |
| 2 Fidelity                | Exteneded Market Index Fund                   | Price (4.5 bps)  |
| 3 BlackRock               | Extended Equity Market Strategy               | Price (3.63 bps) |
| 4 State Street            | Russell Small Cap Completeness Index Strategy | Price (2 bps)    |
| 5 Vanguard                | Extended Market Index Fund                    | Price (6 bps)    |
| Broad Non-US Stock Market |                                               |                  |
| I Northern Trust          | ACWI ex US IMI                                | Price (15 bps)   |
| 2 Fidelity                | Global ex U.S. Index                          | Price (5.5 bps)  |
| 3 State Street            | MSCI ACWI ex-US IMI Index Strategy            | Price (4.5 bps)  |
| 4 BlackRock               | MSCI ACWI ex-US Index Strategy                | Price (6.99 bps) |
| 5 Vanguard                | Total International Stock Market Index Fund   | Price (8 bps)    |
| Broad Bond Market         |                                               |                  |
| I State Street            | US Bond Market Index Strategy                 | Price (2 bps)    |
| 2 Vanguard                | Total Bond Market Index                       | Price (3.5 bps)  |
| 3 Fidelity                | U.S. Bond Index                               | Price (2.5 bps)  |
| 4 Schwab                  | U.S. Aggregate Bond                           | Price (4 bps)    |
| 5 iShares                 | U.S. Aggregate Bond                           | Price (5 bps)    |

Legend: Finalist